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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**CERTIFICATE OF NO OBJECTION PURSUANT TO
28 U.S.C. § 1746 REGARDING DEBTORS' FIFTH OMNIBUS OBJECTION TO
PROOFS OF CLAIM (RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On August 29, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Fifth Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims)* (ECF No. 5031) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for September 19, 2019, at 4:00 p.m. (Prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** (the "**Reclassified Claims**") to the proposed order granting the relief requested in the Omnibus Objection annexed hereto as **Exhibit A** (the "**Proposed Order**"), no responsive pleadings to have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: October 22, 2019
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

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WEIL, GOTSHAL & MANGES LLP

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS' FIFTH OMNIBUS OBJECTION
TO PROOFS OF CLAIM (RECLASSIFIED AS GENERAL UNSECURED CLAIMS)**

Upon the *Debtors' Fifth Omnibus Objection to Proofs of Claim (Reclassified as General Unsecured Claims)*, filed August 29, 2019 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**") and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) reclassifying the asserted administrative expense, priority, or secured amounts of the Reclassified Claims, and (ii) granting related relief, as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having entered the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) (the “**Claims Procedures Order**”); and due and proper notice of the relief requested in the Objection having been provided in accordance with the Claims Procedures Order, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and it appearing that other or further notice need be provided; and upon the record of all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each of the claims listed on **Exhibit 1** annexed hereto is hereby disallowed and expunged to the extent set forth on **Exhibit 1**.
3. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

4. This Court shall retain jurisdiction over the Debtors and the claimants whose claims are subject to the Objection with respect to any matters related to or arising from the Objection or the implementation of this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2019
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
1.	6 Sigma Construction, LLC	9664	Sears Holdings Corporation	\$3,598.20	\$3,598.20	The Claim does not relate to the receipt of "goods".
2.	6 Sigma Construction, LLC	9347	Sears Holdings Corporation	\$3,808.99	\$3,808.99	The Claim does not relate to the receipt of "goods".
3.	6 Sigma Construction, LLC	9645	Sears Holdings Corporation	\$4,418.25	\$4,418.25	The Claim does not relate to the receipt of "goods".
4.	6 Sigma Construction, LLC	9663	Sears Holdings Corporation	\$4,615.97	\$4,615.97	The Claim does not relate to the receipt of "goods".
5.	6 Sigma Construction, LLC	9420	Sears Holdings Corporation	\$4,802.25	\$4,802.25	The Claim does not relate to the receipt of "goods".
6.	6 Sigma Construction, LLC	9363	Sears Holdings Corporation	\$5,976.67	\$5,976.67	The Claim does not relate to the receipt of "goods".
7.	6 Sigma Construction, LLC	9665	Sears Holdings Corporation	\$6,506.70	\$6,506.70	The Claim does not relate to the receipt of "goods".
8.	6 Sigma Construction, LLC	9519	Sears Holdings Corporation	\$6,655.88	\$6,655.88	The Claim does not relate to the receipt of "goods".
9.	6 Sigma Construction, LLC	9666	Sears Holdings Corporation	\$7,467.31	\$7,467.31	The Claim does not relate to the receipt of "goods".
10.	6 Sigma Construction, LLC	9647	Sears Holdings Corporation	\$8,566.71	\$8,566.71	The Claim does not relate to the receipt of "goods".
11.	6 SIGMA CONSTRUCTION	9318	Sears Holdings Corporation	\$12,114.06	\$12,114.06	The Claim does not relate to the receipt of "goods".
12.	6 Sigma Construction, LLC	9641	Sears Holdings Corporation	\$13,023.69	\$13,023.69	The Claim does not relate to the receipt of "goods".
13.	6 Sigma Construction, LLC	9524	Sears Holdings Corporation	\$44,774.10	\$44,774.10	The Claim does not relate to the receipt of "goods".
14.	6 Sigma Construction, LLC	9676	Sears Holdings Corporation	\$128,396.08	\$128,396.08	The Claim does not relate to the receipt of "goods".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
15.	AAON, Inc.	4567	Sears Holdings Corporation	\$194,966.00	\$194,966.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
17.	AHS Staffing, LLC (formerly PharmStat, LLC)	1227	Sears Holdings Management Corporation	\$5,621.16	\$5,621.16	The Claim does not relate to the receipt of "goods".
18.	Aikins, Scott Richard	7099	Sears Holdings Corporation	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
19.	ALEXANDER, FELICIA	10570	Sears Holdings Corporation	\$0.00	\$0.00	The Claim does not relate to the receipt of "goods".
20.	AWADA, ABESS	12930	Sears Holdings Corporation	\$5,500.00	\$5,500.00	The Claim does not relate to the receipt of "goods".
21.	Barnes, Horace	6795	Sears Holdings Corporation	\$4,000.00	\$4,000.00	The Claim does not relate to the receipt of "goods".
22.	Barnes, Horace	8062	Sears Holdings Corporation	\$4,000.00	\$4,000.00	The Claim does not relate to the receipt of "goods".
23.	Basic Research	5741	Sears Holdings Corporation	\$10,404.00	\$10,404.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
24.	Bauer, Joseph	7736	Sears, Roebuck and Co.	\$1,112.00	\$1,112.00	The Claim does not relate to the receipt of "goods".
25.	Benitez Hermanos, Inc.	1688	Sears Holdings Corporation	\$625,555.18	\$625,555.18	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
26.	BIRD, ARTHUR & DORIS	16819	Sears Holdings Corporation	\$0.00	\$0.00	The Claim does not relate to the receipt of "goods".
28.	CARILUS, PIERRE	10913	Sears Protection Company (Florida), L.L.C.	\$0.00	\$0.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
29.	CARLSON PET PRODUCTS	8914	Sears Holdings Corporation	\$610.00	\$610.00	The Claim does not relate to goods received "by the Debtors".
30.	Cintas Corporation	6220	Sears Holdings Corporation	\$4,630.92	\$4,630.92	The Claim does not relate to the receipt of "goods".

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**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
31.	City of Allen, TX - Utility Dept	9882	Sears Holdings Corporation	\$451.06	\$451.06	The Claim does not relate to the receipt of "goods".
32.	City of Orange	9253	Sears Holdings Corporation	\$1,951.31	\$1,951.31	The Claim does not relate to the receipt of "goods".
33.	City of Statesville	7109	Sears Holdings Corporation	\$14,983.17	\$14,983.17	The Claim does not relate to the receipt of "goods".
34.	Commercial Solutions, Inc., dba Uncle Sam's Glass & Door	5106	Sears Holdings Corporation	\$73,089.09	\$73,089.09	The Claim does not relate to the receipt of "goods".
35.	Coorun Limited	12433	Sears Holdings Corporation	\$13,087.83	\$13,087.83	The Claim does not relate to goods received "by the Debtors".
36.	CORDELL, DALE	14952	Sears Holdings Corporation	\$12,065.25	\$12,065.25	The Claim does not relate to the receipt of "goods".
37.	Crawford, Coy	12341	Sears, Roebuck and Co.	\$2,000.00	\$2,000.00	The Claim does not relate to the receipt of "goods".
38.	DAVCO MECHANICAL SERVICES LLC	8028	Sears, Roebuck and Co.	\$9,209.16	\$9,209.16	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
41.	DEWITT & FLO HOLLINGSWORTH	16246	Sears Holdings Corporation	\$2,700.00	\$2,700.00	The Claim does not relate to the receipt of "goods".
42.	EULER HERMES N.A as Agent for KSH BRAND LLC	10466	Kmart Corporation	\$364.75	\$364.75	The Claim does not relate to goods received "by the Debtors".
43.	EULER HERMES N.A. as Agent for KSH BRAND LLC	10521	Kmart Holding Corporation	\$364.75	\$364.75	The Claim does not relate to goods received "by the Debtors".
44.	FH Group	1475	Sears, Roebuck and Co.	\$2,607.68	\$2,607.68	The Claim does not relate to goods received "by the Debtors".
45.	Foster, Paula & Kenneth	12037	Sears Holdings Corporation	\$7,519.00	\$7,519.00	The Claim does not relate to the receipt of "goods".
46.	Fox, Viola	6273	Sears Holdings Corporation	\$105.47	\$105.47	The Claim does not relate to the receipt of "goods".

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Exhibit 1 - Reclassed Claims**

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Case No. 18-23538 (RDD)**

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Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
47.	Gazda, Carol	16764	Sears Home Improvement Products, Inc.	\$0.00	\$0.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
48.	Goode, Diahann A	14736	Sears Home Improvement Products, Inc.	\$7,213.26	\$7,213.26	The Claim does not relate to the receipt of "goods".
49.	Goplus Corp	1795	Sears Holdings Corporation	\$656,431.40	\$656,431.40	The Claim does not relate to goods received "by the Debtors".
50.	Graddy, Harold & Mary	12758	Sears Holdings Corporation	\$200.00	\$200.00	The Claim does not relate to the receipt of "goods".
51.	Grogg, Norma	12555	Sears Brands, L.L.C.	\$709.65	\$709.65	The Claim does not relate to the receipt of "goods".
52.	Hastings Utilities NE	10212	Kmart Corporation	\$2,089.80	\$2,089.80	The Claim does not relate to the receipt of "goods".
53.	HENDERSON, CAROL ANN	18306	Sears Home Improvement Products, Inc.	\$16,186.00	\$16,186.00	The Claim does not relate to the receipt of "goods".
54.	Hetmeyer, Elijah	11365	Sears Holdings Corporation	\$1,451.82	\$1,451.82	The Claim does not relate to the receipt of "goods".
55.	Hunt & Sons	7955	California Builder Appliances, Inc.	\$9,568.76	\$9,568.76	The Claim does not relate to the receipt of "goods".
56.	HUNTER, LYNN	11728	Kmart Holding Corporation	\$358.00	\$358.00	The Claim does not relate to the receipt of "goods".
57.	Industrias De Moveis Rotta Ltda	2686	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$108,315.07	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
58.	Ingenico Inc.	18689	Sears Holdings Management Corporation	\$9,742.50	\$9,742.50	The Claim does not relate to the receipt of "goods".
59.	Inna Maze	15903	Sears Holdings Corporation	\$1,232.00	\$1,232.00	The Claim does not relate to the receipt of "goods".
60.	INTEGRATED SERVICE MGT LLC	10449	Sears Holdings Corporation	\$201,153.81	\$201,153.81	The Claim does not relate to the receipt of "goods".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
61.	Jabtec, LLC	5200	Sears Holdings Corporation	\$8,302.50	\$8,302.50	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
62.	JET COLLECTION CORP.	462	Sears Holdings Corporation	\$592,276.78	\$592,276.78	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
63.	Joiner, Candis	6984	Sears Holdings Corporation	\$15.00	\$15.00	The Claim does not relate to the receipt of "goods".
64.	JS-Fantasy, Inc.	876	Sears Holdings Corporation	\$251,585.91	\$251,585.91	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
65.	Juan, Angeles	13155	Sears, Roebuck and Co.	\$800.00	\$800.00	The Claim does not relate to the receipt of "goods".
66.	KC Tool, LLC	2962	Sears Holdings Corporation	\$864.48	\$864.48	The Claim does not relate to goods received "by the Debtors".
67.	Kingswell, Inc.	10816	Sears Holdings Corporation	\$1,208.40	\$1,208.40	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
68.	KTM Ventures LLC dba USAetail	2968	Sears Holdings Corporation	\$2,599.04	\$2,599.04	The Claim does not relate to goods received "by the Debtors".
69.	KTM Ventures LLC dba USAetail	10568	Sears Holdings Corporation	\$2,599.04	\$2,599.04	The Claim does not relate to goods received "by the Debtors".
70.	Kulzer Limited	12432	Sears Holdings Corporation	\$47,512.95	\$47,512.95	The Claim does not relate to goods received "by the Debtors".
71.	L&K PARTNERS INC.	14034	Sears Holdings Management Corporation	\$104,697.78	\$104,697.78	The Claim does not relate to the receipt of "goods".
72.	La Ornamental & Rack Corp	11137	Sears Holdings Management Corporation	\$2,966.67	\$2,966.67	The Claim does not relate to goods received "by the Debtors".
73.	LDC ENTERPRISE INC. LTD.	12819	Sears Holdings Corporation	\$52,653.72	\$52,653.72	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
74.	LOPEZ, JESSE	7114	Sears Holdings Corporation	\$1,125.00	\$1,125.00	The Claim does not relate to the receipt of "goods".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
75.	Lucinbill, Inc.	2127	Sears Holdings Management Corporation	\$525.00	\$525.00	The Claim does not relate to the receipt of "goods".
76.	MARRO, GREG	18360	Sears Home Improvement Products, Inc.	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
77.	Martinez Cabrera, Juan	7599	Sears Holdings Corporation	\$2,322.00	\$2,322.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
78.	MAURICIO PLUMBING SERVICES	18643	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
79.	MCCOY, JACKIE	15847	Sears Home Improvement Products, Inc.	\$1,116.00	\$1,116.00	The Claim does not relate to the receipt of "goods".
80.	McKently Malak Architects, Inc.	5100	Sears Holdings Corporation	\$23,562.29	\$23,562.29	The Claim does not relate to the receipt of "goods".
81.	McNaughton, Kevin	10443	Sears Holdings Corporation	\$700.00	\$700.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
82.	Mei-Yip, Cindy	15431	Sears Holdings Corporation	\$475.00	\$475.00	The Claim does not relate to the receipt of "goods".
83.	Membrila, Tomas	1460	Sears Holdings Corporation	\$201.63	\$201.63	The Claim does not relate to the receipt of "goods".
84.	MICROSYSTEMS INC	12768	Sears Holdings Corporation	\$3,500.00	\$3,500.00	The Claim does not relate to the receipt of "goods".
85.	Mike Media Group Inc	1566	Sears Holdings Corporation	\$6,000.00	\$6,000.00	The Claim does not relate to the receipt of "goods".
86.	MIRJALILI, EBRAHIM	18184	Sears Holdings Corporation	\$4,162.38	\$4,162.38	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
87.	MITCHELL, SHAWNA	13674	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
88.	Moore, Arlene M	17020	Sears Home Improvement Products, Inc.	\$8,313.78	\$8,313.78	The Claim does not relate to the receipt of "goods".

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

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Case No. 18-23538 (RDD)**

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Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
89.	Morales, Betty	7626	Sears Holdings Corporation	\$2,100.00	\$2,100.00	The Claim does not relate to the receipt of "goods".
90.	MOROZ, NATALIE & GEORGE	14191	Sears Home Improvement Products, Inc.	\$22,421.76	\$22,421.76	The Claim does not relate to the receipt of "goods".
91.	Mount, Karen	10458	Sears Holdings Corporation	\$8,000.00	\$8,000.00	The Claim does not relate to the receipt of "goods".
92.	National Gas & Oil Cooperative	6396	Sears Holdings Corporation	\$125.83	\$125.83	The Claim does not relate to the receipt of "goods".
93.	National Subrogation Services LLC	9065	Sears Holdings Corporation	\$12,910.46	\$12,910.46	The Claim does not relate to the receipt of "goods".
94.	Nelson, Dayna Diane	11373	Sears Holdings Corporation	\$0.00	\$0.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
95.	New Dimensions	3923	Sears Holdings Corporation	\$720.28	\$720.28	The Claim does not relate to the receipt of "goods".
96.	Nichols Paper and Supply, Co.	8941	Sears Holdings Corporation	\$856.07	\$856.07	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
97.	Norwood, Starla	18698	Sears Holdings Corporation	\$7,400.00	\$7,400.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
98.	OAK BROOK MECHANICAL SERVICES, INC.	6139	Kmart Stores of Illinois LLC	\$596.00	\$596.00	The Claim does not relate to the receipt of "goods".
99.	OWENS III, JOHN WILLIAM	7100	Sears Holdings Corporation	\$250.00	\$250.00	The Claim does not relate to the receipt of "goods".
101.	PNE International LLC	4661	Sears Holdings Corporation	\$3,731.58	\$3,731.58	The Claim does not relate to the receipt of "goods".
102.	Pocahontas Star Herald	1494	Sears Holdings Corporation	\$1,650.00	\$1,650.00	The Claim does not relate to the receipt of "goods".
103.	PORTER, CLAYTON	14201	Sears Home Improvement Products, Inc.	\$8,634.56	\$8,634.56	The Claim does not relate to the receipt of "goods".

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**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
104.	PRAIRIE ELECTRIC COMPANY INC	3140	Sears Holdings Corporation	\$3,823.42	\$3,823.42	The Claim does not relate to the receipt of "goods".
105.	Prairie Electric Company Inc	10987	Sears Holdings Corporation	\$10,961.68	\$10,961.68	The Claim does not relate to the receipt of "goods".
106.	Premier Water Systems	7185	Sears Holdings Corporation	\$5,164.51	\$5,164.51	The Claim does not relate to goods received "by the Debtors".
107.	PUCELY, JOEL	7102	Sears Holdings Corporation	\$400.00	\$400.00	The Claim does not relate to the receipt of "goods".
108.	Qassis, Ureib	15874	Kmart Corporation	\$0.00	\$0.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
109.	QFS Quality for Sale	5272	Sears Holdings Corporation	\$89,297.76	\$89,297.76	The Claim does not relate to the receipt of "goods".
110.	Qualimax Marketing Inc	19123	Sears Holdings Corporation	\$1,499.44	\$1,499.44	The Claim does not relate to goods received "by the Debtors".
111.	Qualimax Marketing Inc	2321	Sears Holdings Corporation	\$1,499.44	\$1,499.44	The Claim does not relate to goods received "by the Debtors".
112.	Ranscapes, Inc.	7732	Sears Holdings Corporation	\$5,550.04	\$5,550.04	The Claim does not relate to the receipt of "goods".
114.	REGIS ELECTRIC LLC	16323	Kmart Corporation	\$1,463.54	\$1,463.54	The Claim does not relate to the receipt of "goods".
115.	Residential Builders Association (RBA)	7564	California Builder Appliances, Inc.	\$8,500.00	\$8,500.00	The Claim does not relate to the receipt of "goods".
116.	ReviewTrackers Inc	477	Sears Holdings Corporation	\$2,128.31	\$2,128.31	The Claim does not relate to the receipt of "goods".
117.	Rhett PDX LLC	11539	Sears Holdings Corporation	\$2,751.39	\$2,751.39	The Claim does not relate to goods received "by the Debtors".
118.	Rodriguez Santos, Antonia	19030	Sears Holdings Corporation	\$15,725.00	\$15,725.00	The Claim does not relate to the receipt of "goods".

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**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
119.	RTH Mechanical Services, Inc	5634	Sears Holdings Corporation	\$730.00	\$730.00	The Claim does not relate to the receipt of "goods".
120.	Rubio, Mauricio	6969	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
121.	Rubio, Mauricio	9957	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
122.	RUSH, ADRIENNE	12618	Sears Holdings Management Corporation	\$10,810.00	\$10,810.00	The Claim does not relate to the receipt of "goods".
123.	SABRINIS ROYAL TREATS LLC	18862	Kmart Corporation	\$8,290.00	\$8,290.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
124.	Sabrinis Treats	4586	Kmart Corporation	\$8,280.00	\$8,280.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
125.	Service 1 Electric	803	Sears Holdings Corporation	\$1,015.00	\$1,015.00	The Claim does not relate to the receipt of "goods".
126.	Shaifah Salahuddin	16579	Kmart Holding Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
127.	Shoezoo.com LLC	3917	Sears Holdings Corporation	\$7,804.73	\$7,804.73	The Claim does not relate to goods received "by the Debtors".
130.	Simpson, Pat	19213	Sears Home Improvement Products, Inc.	\$5,000.00	\$5,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
131.	SK Jewel Inc.	13343	Sears Holdings Corporation	\$199.99	\$199.99	The Claim does not relate to goods received "by the Debtors".
132.	Small Engine and Mower Services, llc	4654	Sears Holdings Management Corporation	\$200.67	\$200.67	The Claim does not relate to the receipt of "goods".
133.	Smartek USA Inc	11018	Sears Holdings Corporation	\$512.97	\$512.97	The Claim does not relate to goods received "by the Debtors".
134.	SMITH, BENNY	13647	Sears Holdings Corporation	\$1,500.00	\$1,500.00	The Claim does not relate to the receipt of "goods".

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**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
135.	SMITH, SHIRLEY	10799	Sears Holdings Corporation	\$119.00	\$119.00	The Claim does not relate to the receipt of "goods".
136.	Sophias Style Boutique	12790	Sears Holdings Corporation	\$27,328.68	\$27,328.68	The Claim does not relate to goods received "by the Debtors".
137.	SOUTH WATER SIGNS	9060	Sears Holdings Corporation	\$20,640.00	\$20,640.00	The Claim does not relate to the receipt of "goods".
138.	STAR TRIBUNE MEDIA COMPANY LLC	9306	Sears Holdings Corporation	\$2,277.25	\$2,277.25	The Claim does not relate to the receipt of "goods".
139.	State Chemical Sales Company International, Inc.	7998	Sears, Roebuck de Puerto Rico, Inc.	\$1,244.27	\$1,244.27	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
140.	STIPECHE, JUSTO	18912	Sears Protection Company	\$562.00	\$562.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
141.	Swanier, Ingrid S.	19379	Sears Home Improvement Products, Inc.	\$11,818.96	\$11,818.96	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
142.	Swanier, Ingrid S.	19402	Sears Home Improvement Products, Inc.	\$11,818.96	\$11,818.96	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
143.	TAYLOR, CORY	7093	Sears Holdings Corporation	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
144.	Test Equipment Depot	5235	Sears Holdings Corporation	\$2,489.87	\$2,489.87	The Claim does not relate to goods received "by the Debtors".
145.	Thasku Joseph, Carmen Joseph, and Akimine Walter	19885	Sears Holdings Corporation	\$15,000,000.00	\$15,000,000.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
146.	The Best Deals For You LLC	2409	Sears Holdings Corporation	\$5,712.27	\$5,712.27	The Claim does not relate to goods received "by the Debtors".
147.	THE BEST DEALS FOR YOU LLC	9634	Sears, Roebuck and Co.	\$5,712.27	\$5,712.27	The Claim does not relate to goods received "by the Debtors".
149.	The Deal Rack, LLC	357	Sears Holdings Corporation	\$4,781.49	\$4,781.49	The Claim does not relate to goods received "by the Debtors".

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**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
150.	The Rockies LLC	2	Sears Home Improvement Products, Inc.	\$1,970.75	\$1,970.75	The Claim does not relate to the receipt of "goods".
151.	Tomchak, Julie	6461	Sears Holdings Corporation	\$6,900.00	\$6,900.00	The Claim does not relate to goods received "by the Debtors".
152.	Tovar, Raquel	11757	Sears Holdings Corporation	\$127.00	\$127.00	The Claim does not relate to the receipt of "goods".
153.	Township of Moorestown, NJ	7918	Sears Holdings Corporation	\$974.00	\$974.00	The Claim does not relate to the receipt of "goods".
154.	TOY2U MANUFACTORY COMPANY LIMITED	15896	Sears, Roebuck and Co.	\$30,358.08	\$30,358.08	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
155.	Toynk Toys LLC	848	Sears Holdings Corporation	\$4,456.07	\$4,456.07	The Claim does not relate to goods received "by the Debtors".
156.	Traddictivas Limited	12481	Sears Holdings Corporation	\$81,121.44	\$81,121.44	The Claim does not relate to goods received "by the Debtors".
157.	Traddictivas Limited	12493	Sears Holdings Corporation	\$81,121.44	\$81,121.44	The Claim does not relate to goods received "by the Debtors".
158.	Trapani, Susan	9670	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
159.	TRI GREAT INTERNATIONAL LTD.	288	Kmart Holding Corporation	\$26,352.00	\$26,352.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
160.	Tri Great International Ltd.	180	Sears, Roebuck and Co.	\$181,672.00	\$181,672.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
161.	Tribune Publishing Company	16614	Sears, Roebuck and Co.	\$105,813.58	\$105,813.58	The Claim does not relate to the receipt of "goods".
162.	VACCARO, R	12110	Sears Home Improvement Products, Inc.	\$500.00	\$500.00	The Claim does not relate to goods received "by the Debtors".
163.	Valassis Direct Mail, Inc.	7961	Sears Holdings Management Corporation	\$11,687.36	\$11,687.36	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

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**Debtors' Fifth Omnibus Objection to Claims
Exhibit 1 - Reclassed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
164.	Valdiva Perez, Leticia	8847	Sears, Roebuck and Co.	\$275,000.00	\$275,000.00	The Claim does not relate to goods received "by the Debtors".
165.	Vibes Media LLC	4312	Sears Holdings Management Corporation	\$183,729.33	\$183,729.33	The Claim does not relate to the receipt of "goods".
166.	Violet Limited	12639	Sears Holdings Corporation	\$10,985.21	\$10,985.21	The Claim does not relate to goods received "by the Debtors".
167.	W S C	15040	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
168.	WAGABAZA, WILLIAM	11259	Sears Holdings Corporation	\$12,000.00	\$12,000.00	The Claim does not relate to goods received "by the Debtors".
169.	WATSON, VIRGINIA	12258	Sears Holdings Corporation	\$1,400.00	\$1,400.00	The Claim does not relate to the receipt of "goods".
172.	WILLISTON OBSERVER	13374	Sears Holdings Corporation	\$395.00	\$395.00	The Claim does not relate to the receipt of "goods".
173.	Wolfe, Jack Douglas	10255	Sears Holdings Corporation	\$9,647.35	\$9,647.35	The Claim does not relate to goods received "by the Debtors".
174.	ZOOMUSA	7972	Sears Holdings Corporation	\$17,661.99	\$17,661.99	The Claim does not relate to goods received "by the Debtors".

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